

FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON LLP

One New York Plaza  
New York, New York 10004  
Telephone: (212) 859-8000  
Facsimile: (212) 859-4000  
Brad Eric Scheler, Esq.  
Jennifer L. Rodburg, Esq.

*Attorneys for Interprop Bedford, LLC, as Landlord*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	(Jointly Administered)
	:	
Debtors.	:	
	:	
	:	
-----	X	

**JOINDER BY INTERPROP BEDFORD, LLC IN THE OBJECTION OF  
VARIOUS LANDLORDS TO NOTICES OF FILING REVISED PROPOSED  
ORDER (I) AUTHORIZING THE ASSET PURCHASE AGREEMENT AMONG  
SELLERS AND BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE  
DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS  
AND ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND  
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN  
CONNECTION THEREWITH AND (IV) GRANTING RELATED RELIEF**

Interprop Bedford, LLC ("Landlord"), by and through its counsel, Fried, Frank, Harris, Shriver & Jacobson, LLP, hereby submits this joinder (the "Joinder") and joins in the Objection of Landlords [Docket Nos. 2380 and 2380-1] (the "Landlord Objection")<sup>1</sup> to the *Notice of Filing*

<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to such term in the Landlord Objection.

*Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granted Related Relief [Docket No. 2332] and the Notice of Filing Second Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granted Related Relief [Docket No. 2378].*

### **JOINDER**

Landlord joins in and adopts the Landlords in the Landlord Objection and respectfully requests that any order approving the sale of substantially all of the Debtors' business and assets to the Buyer incorporate the changes outlined in the Landlord Proposed Sale Order.

### **RESERVATION OF RIGHTS**

Landlord expressly reserves the right to supplement this Joinder and make such other and further objections as it deems necessary and appropriate.

*[Remainder of page left intentionally blank]*

**WHEREFORE**, Landlord respectfully requests that (i) if the Court approves the proposed sale of substantially all of the Debtors' business and assets to the Buyer, any order approving the sale incorporate the changes outlined in the Landlord Proposed Sale Order and (ii) the Court grant to Landlord such other and further relief as is just and appropriate.

Dated: New York, New York  
February 5, 2019

Respectfully submitted,

FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON LLP

By: /s/ Jennifer L. Rodburg

One New York Plaza  
New York, New York 10004  
Telephone: 212.859.8000  
Facsimile: 212.859.4000

*Attorneys for Interprop Bedford, LLC*